

RECORDATION NO. 25939-K FILED

MAR 20 '07 -2 3 0 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 20, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of March 20, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption of Lease Agreement previously filed with the Board under Recordation Number 25939.

The names and addresses of the parties to the enclosed document are:

Assignor: Cypress Covered Hoppers LLC
Bayside Plaza,
88 The Embarcadero, Suite 420
San Francisco, CA 94105

Assignee: Compass Rail VI Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

Mr. Vernon A. Williams
March 20, 2007
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A description of the railroad equipment covered by the enclosed document is:

30 covered hopper railcars: KBSR 111341 and within the series KBSR 11130 – KBSR 12657 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAR 20 '07 -2 3 0 PM

MEMORANDUM OF ASSIGNMENT OF LEASE

As of March 20, 2007

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE ASSIGNMENT is intended to evidence the assignment by CYPRESS COVERED HOPPERS LLC, a California limited liability company ("Assignor"), to and assumption by COMPASS RAIL VI CORPORATION, a California corporation ("Assignee"), of the lease of railroad equipment specified on Schedule 1 hereto (the "Lease") covering the cars specified on Schedule 1 hereto (the "Cars"). The Cars are leased to the lessee specified on Schedule 1 hereto (the "Lessee"). The assignment and assumption is effective as of the date specified above.

This Memorandum of Lease Assignment is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

ASSIGNOR:

Cypress Covered Hoppers LLC, by its Manager Cypress Equipment Management Corporation III

By: [Signature]
Name: SPHAWOOD
Title: PRES.

State of California)
County of San Francisco)

SEE ATTACHED ACKNOWLEDGMENT

On this ____ day of March, 2007, before me personally appeared _____, to me personally known, who being by me duly sworn says that such person is _____ of Cypress Equipment Management Corporation III, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public
My commission expires _____

ASSIGNEE:

Compass Rail VI Corporation

By: _____
Name: _____
Title: _____

State of California)
County of San Francisco)

On this ____ day of March, 2007, before me personally appeared _____, to me personally known, who being by me duly sworn says that such person is _____ of Compass Rail VI Corporation, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public
My commission expires _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of SAN FRANCISCO

SS.

On MARCH 9, 2007 before me, ILENE SAGALL, NOTARY PUBLIC

Date

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

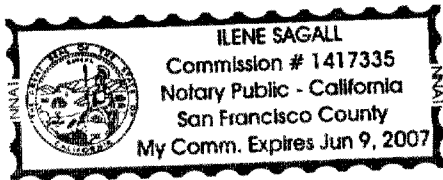
personally appeared

STEPHEN A. HARWOOD

Name(s) of Signer(s)

☒ personally known to me

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Place Notary Seal Above

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: MEMORANDUM OF ASSIGNMENT OF LEASE

Document Date: _____ Number of Pages: 3

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

MEMORANDUM OF ASSIGNMENT OF LEASE

As of March 10, 2007

THIS MEMORANDUM OF LEASE ASSIGNMENT is intended to evidence the assignment by CYPRESS COVERED HOPPERS LLC, a California limited liability company ("Assignor"), to and assumption by COMPASS RAIL VI CORPORATION, a California corporation ("Assignee"), of the lease of railroad equipment specified on Schedule 1 hereto (the "Lease") covering the cars specified on Schedule 1 hereto (the "Cars"). The Cars are leased to the lessee specified on Schedule 1 hereto (the "Lessee"). The assignment and assumption is effective as of the date specified above.

This Memorandum of Lease Assignment is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

ASSIGNOR:

Cypress Covered Hoppers LLC, by its Manager Cypress Equipment Management Corporation III

By: _____
Name: _____
Title: _____

State of California)
County of San Francisco)

On this ____ day of March, 2007, before me personally appeared _____, to me personally known, who being by me duly sworn says that such person is _____ of Cypress Equipment Management Corporation III, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public
My commission expires _____

ASSIGNEE:

Compass Rail VI Corporation

By: Ben J. Assaf
Name: Ben J. Assaf
Title: Executive Vice President

State of California)
County of San Francisco)

On this 10th day of March, 2007, before me personally appeared Ben J. Assaf, to me personally known, who being by me duly sworn says that such person is E.V.P. of Compass Rail VI Corporation, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jonathan Hand
Notary Public
My commission expires 4-9-09

SCHEDULE 1
to Memorandum of Lease Assignment:

The Cars: Thirty (30) 4,650-4,750 c.f. covered hopper cars

Car Count	Car Mark	Car Numbers
1	KBSR	11130
2	KBSR	11140
3	KBSR	11664
4	KBSR	11759
5	KBSR	11763
6	KBSR	11777
7	KBSR	11781
8	KBSR	11784
9	KBSR	11787
10	KBSR	11789
11	KBSR	11791
12	KBSR	11852
13	KBSR	11855
14	KBSR	11857
15	KBSR	11871
16	KBSR	12389
17	KBSR	12417
18	KBSR	12419
19	KBSR	12421
20	KBSR	12422
21	KBSR	12424
22	KBSR	12428
23	KBSR	12429
24	KBSR	12608
25	KBSR	12613
26	KBSR	12645
27	KBSR	12647
28	KBSR	12650
29	KBSR	12657
30	KBSR	111341

The Lease:

- LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF NOVEMBER 15, 1992 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND KANKAKEE, BEAVERVILLE & SOUTHERN RAILROAD COMPANY, AS LESSEE [PLM # 5096-01]
- Rider 1 to Lease Agreement - undated.

- Amendment and Renewal Agreement to Rider 1 dated as of July 12, 1994.
- Amendment to Rider 1 dated as of September 20, 1994 (unsigned).
- Amendment to Rider 1 dated as of September 19, 1995.
- Renewal Agreement to Rider 1 dated as of June 19, 1996 (signed only by KSBR).
- Amendment and Renewal Agreement to Rider 1 dated as of March 16, 1999.
- Renewal Agreement to Rider 1 dated as of May 6, 2000
- Renewal Agreement to Rider 1 dated as of June 26, 2001.
- Renewal Agreement to Rider 1 dated as of August 5, 2002
- Amendment and Renewal Agreement to Rider 1 dated as of July 12, 2004.

As the same relate to the above-referenced railcars.

The Lessee: Kankakee, Beaverville and Southern Railroad Company